

# EXHIBIT A

**UNITED STATES DISTRICT COURT  
FOR THE NORTHERN DISTRICT OF OHIO  
EASTERN DIVISION**

**IN RE: NATIONAL PRESCRIPTION  
OPIATE LITIGATION**

THIS DOCUMENT RELATES TO:

*Track Nine*

**MDL No. 2804  
Case No. 17-MD-2804  
Judge Dan Aaron Polster**

**DECLARATION OF FRANCES TUCKER IN SUPPORT OF KROGER'S MOTION  
FOR PROTECTIVE ORDER**

Pursuant to 28 U.S.C. § 1746, I, Frances Tucker, hereby declare under penalty of perjury that the following is true and correct.

1. I am a Senior Counsel at The Kroger Co. ("Kroger") and have held my current position since August 2021. I have worked as a lawyer in Kroger's in-house legal department since 2003.

2. Kroger's Pharmacy Compliance Committee (the "Committee") was chartered in early 2012. According to the Committee's initial charter (the "Charter"), an attorney from Kroger's law department is required member of the Committee. From 2012 through 2020, I served on the Committee in this capacity. Throughout this period, I was the only member of the Committee who was a practicing attorney.

3. My membership in the Committee is for the primary purpose of providing legal advice. Per the Charter, any communication between the Committee and myself in the course of obtaining legal advice is considered privileged and confidential. To that end, meeting minutes are marked 'confidential' and include express markings for communications that are protected by

attorney-client privilege. During these Committee meetings, I provided legal advice and expressed my legal impressions in my capacity as Kroger's in-house counsel.

4. Committee membership reflects a multidisciplinary, cross-section of Kroger Health associates. The Charter requires the following compliance personnel to be among the Committee's membership: (i) Kroger's Chief Ethics and Compliance Officer and (ii) Kroger's Health & Wellness Compliance Officer (formerly, Manager of Pharmacy Regulatory Compliance and Government Relations). The Committee regularly seeks, and relies upon, the compliance-related expertise of these Committee members.

5. In addition to my membership on the Committee, as Kroger's in-house lawyer, I have also worked with Kroger's outside counsel Bowles Rice LLP in connection with the opioid litigation. I have been involved in identifying and gathering documents; compiling and providing background information and context; and litigation strategy.

6. To the best of my knowledge, I do not have unique, non-privileged information to provide in a deposition. Any non-privileged knowledge I have is likely to be shared by individuals on Kroger's compliance team, who I understand have all already been deposed.

7. I understand that the plaintiffs' focus on me is generally based upon pre-2014 e-mails, Committee minutes, and other documents. Given that these events took place ten or more years ago, my memory is unlikely to consist of anything other than what is in the documents.

Dated: July 5, 2023

*Frances Tucker*  
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Frances Tucker, Esq.